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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

IRVING H. PICARD, Trustee for the Liquidation of
Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

THE ESTATE OF MARK D. MADOFF and
ANDREW H. MADOFF, individually and as Executor
of the Estate of Mark D. Madoff.

Defendants.

Adv. Pro. No. 08-01789 (SMB)

SIPA LIQUIDATION

(Substantively Consolidated)

Adv. Pro. No. 09-01503 (SMB)

**DECLARATION OF DAVID J. SHEEHAN IN SUPPORT OF TRUSTEE'S REPLY
MEMORANDUM OF LAW IN FURTHER SUPPORT OF TRUSTEE'S MOTION FOR
LEAVE TO FILE A THIRD AMENDED COMPLAINT**

I, David J. Sheehan, hereby declare as follows:

1. I am a partner with the law firm of Baker & Hostetler LLP, counsel to Irving H. Picard (the “Trustee”), Trustee for the substantively consolidated liquidation of the business of Bernard L. Madoff Investment Securities LLC (“BLMIS” or the “Company”) under the Securities Investor Protection Act, 15 U.S.C. §§ 78aaa, et seq. (“SIPA”), and the consolidated estate of Bernard L. Madoff (“Madoff”).

2. I respectfully submit this Declaration in order to submit copies of documents cited in the accompanying Reply Memorandum of Law in Further Support of the Trustee’s Motion for Leave to File a Third Amended Complaint in this Action.

3. Attached hereto as Exhibit A is a revised Third Amended Complaint (redlined to show changes from the prior version filed with the Trustee’s moving papers), which removes all references to Stephanie Mack, the proposed additional equitable disallowance count, as well as claims to properties that are now beyond the reach of the Trustee following Andrew Madoff’s death.

4. Attached hereto as Exhibit B is a true and correct copy of the Written Opening Submissions of Andrew Madoff and the Estate of Mark Madoff filed in the U.K. proceeding brought by the MSIL Liquidators. For ease of reference, within the accompanying memorandum of law, this document is referred to as the “Andrew Madoff Opening Submission.”

5. Attached hereto as Exhibit C is a true and correct copy of the approved judgment rendered by the Honorable Mr. Justice Flaux on November 25, 2011 in the U.K. proceeding brought by the MSIL Liquidators. For ease of reference, within the accompanying memorandum of law, this document is referred to as the “Flaux Order, November 25, 2011.”

6. Attached hereto as Exhibit D is a true and correct copy of a letter from Andrew J. Ehrlich, counsel for the Madoff Brothers, to Sammi Malek, counsel for the Trustee, dated September 4, 2013. For ease of reference, within the accompanying memorandum of law, this document is referred to as the "Ehrlich Letter."

Date: April 6, 2016
New York, New York

BAKER & HOSTETLER LLP

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